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*Counsel for The Timken Company and Timken U.S. Corp.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
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**WITHDRAWAL OF OBJECTIONS OF THE TIMKEN COMPANY  
AND TIMKEN U.S. CORP. TO THE DEBTORS'  
SALE OF BEARINGS BUSINESS**

The Timken Company and Timken U.S. Corp. ("Timken") hereby withdraws its (A) Objection to the Debtors' Notice of Assumption and/or Assignment of Executory Contract or Unexpired Lease to Buyer in Connection with Sale of Debtors' Bearings Business filed on February 11, 2008 (Dkt. No. 12611), (B) Limited Objection to Debtors' Expedited Motion for Order Under 11 U.S.C. §§ 363, 365, and 1146 and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 Authorizing and Approving (I) Sale of Certain of Debtors' Assets Comprising Substantially All Assets Primarily Used in Debtors' Bearings Business Free and Clear of Liens, Claims, Interests, and Encumbrances, (II) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (III) Assumption of Certain Liabilities filed on February 14, 2008 (Dkt. No. 12649), and (C) Supplemental Objection to the Debtors' Notice of Assumption and /or Assignment of Executory Contract or Unexpired Lease to Buyer in Connection with Sale of

Debtors' Bearing Business filed on March 4, 2008 (Dkt. No. 12954) (together, the "Objections").

This withdrawal is conditioned upon (i) the entry of a form of sale order in connection with the sale of the Bearing Business that includes agreed-upon language requested by Timken to resolve the Objections, and (ii) the agreement between Timken and the Buyer on credit terms relating to the purchase order being assigned in connection with the sale of the Bearing Business.

Dated: March 18, 2008

Respectfully submitted,

McDERMOTT WILL & EMERY LLP

By: /s/ James M. Sullivan

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